

3/29/51

TO ALL MEMBERS OF THE
MILWAUKEE RADIO AMATEURS' CLUB, INC.

Attached is a copy of the proposed amended Articles of Incorporation of the Milwaukee Radio Amateurs' Club, Inc. as prepared by your committee for Revision of Constitution and By-Laws.

Because of the growth and added responsibilities of the Club, it has long been felt necessary to amend, clarify, and bring up to date the Articles of Incorporation, so that the members will have a more democratic method of selecting their officers and directors.

The principal change is in the method of nominating and electing your Officers and Directors. Briefly, the present method consists of nominations from the floor at the Annual Meeting, with the seven nominees receiving the highest vote, being elected Directors. The seven Directors then selected the Officers from amongst themselves.

The proposed plan is to have a nominating committee select and screen candidates for all Officers and Directors, with provision made for further nominations from the floor. The members will then vote directly for their Officers and Directors.

It is also proposed that only three of the six Directors will be elected each year along with the five Officers, thereby insuring three hold-over members on the Board of Directors. This method provides the continuity of membership necessary to the carrying out of long range programs. The position of Chairman of the Board also insures continuity of leadership and guidance.

Since it is necessary that the Resolution be ratified at the April 5th Club meeting, and since at least 50% of the members of the Club must vote on this Resolution, your committee is enclosing a proxy for your use in case you cannot attend the meeting in person. If there is any doubt whatsoever that you will be able to attend the April 5th meeting, please check one of the three names appearing on this card, to indicate that he is the one to cast your vote for you. If you are sure that you will be at the meeting, you can cast your vote in person at that time. DO THIS NOW! These proxies must be in the hands of the Secretary not later than April 5th to count.

73's

Your Committee

G. Hutchinson - W9FTY - Chairman
Fred Catel - W9DTK
Jack Doyle - W9GPI
Ralph Koenig - W9RUF
Louis Wollaegar - W9ANA

PROPOSED AMENDED
ARTICLES OF INCORPORATION
OF THE
MILWAUKEE RADIO AMATEURS' CLUB INC.

Whereas the MILWAUKEE RADIO AMATEURS' CLUB, INC. was incorporated on or about the 8th day of March, 1923, and whereas by the lapse of time it is now necessary to amend, clarify, and bring up to date the Articles of the Incorporation so that the members will have a more democratic method of selecting their officers and directors and increase the number of directors for further growth of membership.

Now therefore it is hereby resolved that the present existing Articles of Incorporation of the MILWAUKEE RADIO AMATEURS' CLUB, INC. be entirely repealed and the following amendments be substituted in their place, the purpose of said corporation remaining the same.

AMENDED
ARTICLES OF INCORPORATION

ARTICLE I. NAME OF THE CORPORATION. The name of such corporation is to be "THE MILWAUKEE RADIO AMATEURS' CLUB, INC."

ARTICLE II. PRINCIPAL OFFICES. The location of the principal offices of the Milwaukee Radio Amateurs' Club, Inc. is to be in the City of Milwaukee, County of Milwaukee. State of Wisconsin, and at such place as designated in the By-Laws.

ARTICLE III. SEAL. The Corporation shall have a seal as described by the By-Laws.

ARTICLE IV. OBJECTS AND PURPOSES. The objects and purposes of the members of the Milwaukee Radio Amateurs' Club, Inc. shall be to associate themselves together to own, operate and maintain an amateur, special amateur or experimental radio telegraphic and telephonic station or stations; to promote the art and knowledge of radio telegraphy, radio telephony, and allied subjects among its members; to associate or affiliate itself with the American Radio Relay League, Inc., of Hartford, Connecticut, or any other radio telegraphic or telephonic organization or organizations; for the more effective relaying of friendly messages between the different stations, for legislative protection, or orderly operating, and for practical improvement of radio communication; for banding local radio amateurs into a non-commercial organization that could champion their cause and to provide a means whereby the intellectual standing of the members could be collectively raised; and to uphold the laws of radio communication of the United States of America and assist its officials in apprehending offenders thereof, and to do such other additional things in the field of radio and electronics as may from time to time be proposed and approved by the By-Laws.

ARTICLE V. NON-PROFIT CORPORATION. This corporation is formed without capital stock, and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE VI. MANAGEMENT. The business of this corporation shall be managed and controlled by a board of directors consisting of a Chairman, and six (6) elected Directors, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. All the Directors and the Officers will be directly elected by the members of the Club with the exception of the Chairman of the Board of Directors who shall be the Immediate Past President or in his absence or inability to serve, the next Immediate Past President available.

ARTICLE VII. ELECTIONS.

1. NOMINATING COMMITTEE. There should be a nominating committee consisting of four (4) Regular members, at least two of whom should be former Presidents or Officials of the Club, appointed by the Board of Directors not less than six (6) weeks prior to the annual meeting for the purpose of nominating candidates for the election to the office of President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Directors. The nominating committee shall be charged with bringing in its reports of selection of candidates to the Club two meetings prior to the annual election held by the members, thus allowing one meeting to intervene for further nominations of candidates for office from the floor. The annual election of officers would then be held the following week which will be the date of the regular annual meeting as prescribed in the existing By-Laws.

2. DIRECTORS. There shall be six (6) Directors exclusive of Officers. The three (3) Directors receiving the highest number of votes shall be elected for a term of two years and until their successors shall be elected and qualified, and the remaining three (3) Directors shall be elected for a term of one year and until their successors are elected and qualified. Thereafter three (3) directors will be elected each year, for terms of two years.

3. VOTING. In all elections for Officers and Directors, each qualified member of the Club shall be entitled to one vote. Each qualified member must vote in person and cannot vote by proxy.

ARTICLE VIII. DUTIES OF THE OFFICERS.

1. The Chairman of the Board shall be the Immediate Past President. He shall preside at all meetings of the Board of Directors without right to vote except in case of a tie. He shall have supervision of all matters as may be designated to him by the Board of Directors. In his absence, the President shall preside; in his absence, the Vice-Presidents in the order of their seniority. In the absence of all, a Chairman Protempore may be elected by a majority of those present.

If the Immediate Past President is not available to function as a Chairman of the Board, then the Board of Directors shall elect from the available Past Presidents a Chairman of the Board.

2. The principal duties of the President shall be to preside at all the regular and special meetings of the members, and to have a general supervision of the affairs of the corporation in addition to any other duties as prescribed in the By-Laws.

3. The principal duties of the First Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any

cause whatever of the latter. The First Vice-President shall have charge of all technical and speaker programs and all other programs of the year as prescribed by the Board of Directors in addition to any other duties as prescribed in the By-Laws.

4. The Second Vice-President shall be responsible for promoting membership and stimulating attendance at the meetings of the Club in addition to the general duties as prescribed in the By-Laws and take the place of the First Vice-President in his absence.

5. The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed and to keep a record of the proceedings of the Board of Directors, and of all meetings, and safely and systematically keep all books, papers, records and documents belonging to the corporation or in any wise pertaining to the business thereof, in addition to any other duties as prescribed in the By-Laws.

6. The principal duties of the Treasurer shall be to keep and account for all money, credit, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all moneys disbursed and to render such accounts, statements and inventories of moneys received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors, in addition to any other duties as prescribed in the By-Laws.

ARTICLE IX. BOARD OF DIRECTORS' POWERS.

1. The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation. Whenever the Board of Directors may so order, the offices of Secretary and Treasurer may be held by the same person.

2. The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

3. There may be an Executive Secretary whose duties and manner of selection shall be arranged for in the By-Laws.

ARTICLE X. CUSTODIAN. There shall be a Permanent Custodian of the Club. He shall be nominated by the Board of Directors or elected by the members as decided upon in the By-Laws or by a special By-Law created for said purpose. He shall be charged with watching, guarding, caring for and preserving, and accounting to the Club for all property committed to his custody. He shall prepare an inventory and once a year the Board of Directors shall examine said property.

ARTICLE XI. MEMBERSHIP. The membership of the corporation shall consist of the following classifications:

- | | |
|----------------------|-------------------------|
| 1. Regular Members | 4. Life Members |
| 2. Associate Members | 5. Honorary Members |
| 3. Student Members | 6. Non-Resident Members |

Their qualifications and such other classifications as may be desired shall be specified in the By-Laws.

ARTICLE XII. AMENDMENT OF ARTICLES. These Articles of Incorporation may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members of this corporation by a majority vote of at least one-half (1/2) of the qualified voting membership.

IN WITNESS WHEREOF the MILWAUKEE RADIO AMATEURS' CLUB, INC. has caused these amendments to be signed by _____,
its President, duly authorized and countersigned by _____,
its Secretary, duly authorized at Milwaukee, Wisconsin this _____
day of _____, 1951.

SIGNED AND SEALED
IN THE PRESENCE OF

MILWAUKEE RADIO AMATEURS' CLUB, INC.

By _____ President

By _____ Secretary

STATE OF WISCONSIN)
) SS.
MILWAUKEE COUNTY)

Personally came before me, this _____ day of _____, 1951;
the within named _____ President; and _____
Secretary, to me known to be the persons who executed the foregoing instrument
and acknowledged that they executed the same for the said Corporation by its
authority.

NOTARY PUBLIC, MILWAUKEE COUNTY, WIS.
My Commission Expires